

# 699000000925

## BECKER & POLIAKOFF, P.A.

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Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: SOGIL, L.C.  
Our File No. T18036-61427

January 27, 1999

Reply To:

000002774300--4  
-02/12/99-01080-011  
\*\*\*\*\*285.00 \*\*\*\*\*285.00

Dear Sir or Madam:

Enclosed please find the following documents in connection with the filing of  
the above referenced Limited Liability Company:

1. Original and copy of Articles of Organization of SOGIL, L.C.
2. Affidavit of Membership and Contributions
3. Certificate of Designation of registered Agent and Registered Office.
4. Check no. 45693 in the amount of Two Hundred Eighty-Five Dollars  
(\$285.00) representing the filing fees.

Please file these accordingly, and return a stamped copy of these documents to  
our office in the stamped envelope provided. Thank you for your prompt attention to  
this matter.

Cordially,

BECKER & POLIAKOFF, P.A.

MICHAEL FELDENKRAIS, ESQ.

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
Attorney Verifier	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 12 PM 12:00

ARTICLES OF ORGANIZATION FOR  
SOGIL, L.C.

99 FEB 12 PM 12:00  
STATE  
DIVISION OF CORPORATIONS

ARTICLE I  
NAME

The name of the Limited Liability Company is SOGIL, L.C.

ARTICLE II  
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Etienne Tchuessik, 123 SE 3rd Avenue, Suite 185, Miami, Florida 33131.

ARTICLE III  
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV  
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V  
MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Member is Etienne Tchuessik, 123 SE 3rd Avenue, Suite 185, Miami, Florida 33131.

ARTICLE VI  
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

ARTICLE VII  
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interests then remaining shall have agreed to do so in writing.

**ORGANIZATIONAL MEETING OF**  
**ALL OF THE MEMBERS OF**  
**SOGIL, L.C.**

The undersigned Members of SOGIL, L.C. a Limited Liability Company organized and existing under the laws of the State of Florida (the "Company", as of December 29, 1998 hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.

2. The Regulations attached to this corporate action are hereby adopted as the Regulations of this Company.

3. The specimen membership certificate and the company seal thereon as attached hereto and hereby adopted as the membership certificate and seal of this Company.

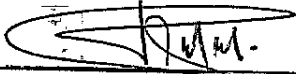
4. Etienne Tchuessik is elected to serve as Managing Member of the Company until removed or until his successor shall be duly elected and qualified.


5. The Managing Member is authorized to open bank accounts on behalf of the Company.

6. **RESOLVED:** That in consideration of the payment set forth below, the Managing Member is authorized to issue membership certificates to the following entity and person and in the following amounts for the consideration paid as indicated:

<u>Name</u>	<u>Consideration</u>
Etienne Tchuessik	51% \$1.00 per share
Soazara Daniele Ratsiraka	49% \$1.00 per share

7. The action contained herein shall be effective as of the \_\_\_\_ day of December 1998.

X   
ETIENNE TCHUESSIK

X   
SOAZARA DANIELE RATSIRAKA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is SOGIL, L.C.
2. The name and address of the Registered Agent and office is:

Michael Feldenkrais, Esq.  
Becker & Poliakoff, P.A.  
5201 Blue Lagoon Drive  
Suite 100  
Miami, Florida 33126

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



MICHAEL FELDENKRAIS, ESQ.

12-28-98  
DATE

## **AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned Members of SOGIL, L.C. depose and say:

1. The above-named Limited Liability Company has at least two Members.
2. The total amount of cash contributed by the Members are \$100.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the Member is \$100. This total includes amounts from items 2 and 3 above.



X

**ETIENNE TCHUESSIK, Managing Member**

(In accordance with Section 608.408(3), Florida Statutes,  
the execution of this affidavit constitutes an affirmation under  
the penalties of perjury that the facts stated herein are true.)